Minutes of the meeting of the Audit and Compliance Committee of the Board of Directors of the Cook County Health and Hospitals System held Tuesday, October 13, 2009 at the hour of 9:00 A.M., recessed and reconvened on Thursday, October 15, 2009 at the hour of 9:30 A.M., at John H. Stroger, Jr. Hospital of Cook County, 1901 W. Harrison Street, in the fifth floor conference room, Chicago, Illinois.

I. Attendance/Call to Order

Chairman Muñoz called the meeting to order at 9:00 A.M.

Present: Chairman Luis Muñoz, MD, MPH and Directors Benn Greenspan, PhD, MPH, FACHE and Heather

O'Donnell, JD, LLM (3)

Absent: None

Additional attendees and/or presenters were:

Michael Ayres Tracy Guidry Deborah Santana

Cathy Bodnar Tim Heinrich Anthony J. Tedeschi, MD,

Patrick T. Driscoll, Jr. Dorothy Loving MPH, MBA

Christina Eng-Tran Pat Kitchen William T. Foley Elizabeth Reidy

II. Public Speakers

Chairman Muñoz asked the Secretary to call upon the registered speakers.

The Secretary responded that there were none.

III. Report from System Corporate Compliance Officer

Cathy Bodner, System Corporate Compliance Officer, presented a report (Attachment #1) that included information on the following: elements of a compliance program, proposed compliance mission and vision statements, and planned compliance activities. Additionally, she presented information on the internal and external resources she would need in FY2010 to carry out these duties.

After the presentation, Director Greenspan requested that they consider increasing the priority of the human resources audit, and accelerate to a short-term project the disclosure of conflict of interests.

IV. Recommendations, Discussion/Information Items

A. Minutes of the Audit and Compliance Committee Meeting, July 28, 2009

Director O'Donnell, seconded by Director Greenspan, moved to accept the minutes of the Audit and Compliance Committee Meeting of July 28, 2009. THE MOTION CARRIED UNANIMOUSLY.

B. Update from ad hoc Corporate Compliance Work Group

Chairman Muñoz stated that Dr. Carolyn Lopez was unable to attend the meeting, so there would not be an update for this meeting.

IV. Recommendations, Discussion/Information Items (continued)

C. Update on status of the selection of Internal Auditor

Michael Ayres, System Chief Financial Officer, and William Foley, System Chief Executive Officer, provided an update on the status of the selection of Internal Auditor. The recruiter for that position, David Gomez and Associates, has three candidates to present for interviews with the Committee.

The Committee determined that after the other items on the agenda were exhausted, the meeting should recess and reconvene on Thursday, October 15, 2009 at 9:30 A.M., at John H. Stroger, Jr. Hospital of Cook County, 1901 W. Harrison Street, in the fifth floor conference room, Chicago, Illinois, for the purpose of continuing the discussion on the subject and conducting interviews with the three candidates for the position of internal auditor.

D. Update on status of internal audits

Pat Kitchen and Christina Eng-Tran, of RSM McGladrey, presented an update on the status of the internal audits (Attachment #2).

With regard to the information technology audit, Chairman Muñoz inquired whether their team had begun the assessment. Mr. Kitchen responded that the initial kick-off meetings are being planned next month; the on-site field work will likely begin in November. Director Greenspan inquired whether the focus would be on data security, facilities security, or both. Mr. Kitchen responded that the focus will be on data security; to the extent that there are physical security constraints around the information systems, they will contemplate that as well.

Director O'Donnell inquired whether the payroll audit was only for John H. Stroger, Jr. Hospital of Cook County. Mr. Kitchen responded that initially they will roll the audit out for Stroger Hospital, but will then look at the other facilities as the risks evolve.

E. Presentation of the web-based audit reporting tool (Auditor Assistant)

Ms. Eng-Tran provided a presentation on the web-based audit reporting tool, Auditor Assistant (Attachment #3).

Chairman Muñoz clarified that this tool would be maintained by RSM McGladrey, so that those who have access to it can be provided with the most up-to-date information to manage the internal audit functions and to review the activities involved.

Mr. Kitchen stated that this tool provides the design, as well as the operating effect. He provided an example in which a deficiency is identified. They would work with the individual responsible for that area to identify mitigating controls from a design standpoint. As a result, a policy or procedure will be put in place to address the issue. The next step, after the policy or procedure has been implemented, they can go back to test the operating effectiveness of the control.

Director Greenspan asked, using this example, how long they would wait to go back and audit the utility of the control. Mr. Kitchen stated that, depending on the area and the risk associated with it, they would typically go back after six months to test the effectiveness. Based upon Mr. Kitchen's response, Director Greenspan asked if they should not expect to see change of the risk assessments for at least six months after their field work begins. Mr. Kitchen responded affirmatively, adding that a six to twelve month time frame would be a reasonable expectation to complete the audits, take corrective action, and reassess based on subsequent testing.

IV. Recommendations, Discussion/Information Items (continued)

F. Update from Deloitte & Touche on 2008 Audit

Tracy Guidry, of Deloitte & Touche, presented an update on the 2008 Audit. She stated that back in July, the Committee was given an update and was presented draft financial statements and a draft management letter for their review. At that time, Deloitte & Touche mentioned that they were still working on the County's audit. She stated that they are still working on the County's audit. They did not receive the trial balances from the County for their particular funds until towards the end of September. At this point, they are working diligently to audit those numbers.

Chairman Muñoz clarified that with respect to the System, all information is up to date. Ms. Guidry responded affirmatively; however, the only issues outstanding with regard to the System are for those areas that inter-relate with the County (construction in progress, for example).

With regard to timelines, Ms. Guidry stated that they are attempting to finish the majority of their field work by the end of October, possibly stretching into early November. After that point, they will work on reporting. If everything goes according to plan, they hope to issue in mid-November.

V. Action Items

A. Any items listed under Section IV

Chairman Muñoz declared the meeting recessed and stated that the meeting would reconvene on Thursday, October 15, 2009 at 9:30 A.M., at John H. Stroger, Jr. Hospital of Cook County, 1901 W. Harrison Street, in the fifth floor conference room, Chicago, Illinois.

Thursday, October 15, 2009

The Committee reconvened at approximately 9:45 A.M. and resumed their discussion of Item IV(C).

Present: Chairman Luis Muñoz, MD, MPH and Director Benn Greenspan, PhD, MPH, FACHE (2)

Absent: Director Heather O'Donnell, JD, LLM (1)

Director Greenspan, seconded by Chairman Muñoz, moved to recess the regular session and convene into closed session, pursuant to the following exception to the Illinois Open Meetings Act: 5 ILCS 120/2(c)(1), which permits closed meetings for consideration of "the appointment, employment, compensation, discipline, performance, or dismissal of specific employees of the public body or legal counsel for the public body, including hearing testimony on a complaint lodged against an employee of the public body or against legal counsel for the public body to determine its validity." THE MOTION CARRIED UNANIMOUSLY.

Chairman Muñoz declared that the closed session was adjourned. The Committee reconvened into open session.

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VI. Adjourn

As the agenda was exhausted, Chairman Muñoz declared that the meeting was adjourned.

Respectfully submitted, Audit and Compliance Committee of the Board of Directors of the Cook County Health and Hospitals System

Attest:

Cook County Health and Hospitals System Minutes of the Audit and Compliance Committee Meeting October 13, 2009, recessed and reconvened October 15, 2009

ATTACHMENT #1

Corporate Compliance Report

Presented To

Cook County Health & Hospitals System Audit & Compliance Committee

Cathy Bodnar, MS, RN, CHC Chief Compliance Officer October 13, 2009

Elements of a Compliance Program

There are seven required elements¹:

- Setting standards through written policies and procedures
- Communicating the standards through regular education and training programs
- Enforcing standards and disciplining actions that are non-compliant
- Providing a mechanism for reporting potential violations
- Responding to and investigating the concerns raised
- Utilizing monitoring and auditing activities to decrease problems
- Maintaining an organizational structure to sustain and enhance the program

Plus one additional implied element:

Identifying and assessing business and reputational risks

OIG Compliance Program Guidance for Hospitals, Federal Register/Vol. 63, No. 35/Monday, February 23, 1998 of 26

Proposed Compliance Mission Statement

The Corporate Compliance Program supports the mission, vision, and core goals of Cook County Health & Hospitals System by

- Developing standards
- Increasing awareness
- Promoting honest and ethical behavior

Through education, awareness, and shared accountability that promotes compliance with applicable laws, regulations, and system policies.

Proposed Compliance Vision Statement

The Corporate Compliance will be a resource to everyone affiliated² with Cook County Health & Hospitals System.



² For the purposes of this statement, "affiliated" is defined as all employees, medical staff, house staff, Board members, volunteers, students, consultants, agency personnel, and vendors.

Next Steps

Planned Q4 Activity

- □ Assess each compliance program element
 Status: Anticipated assessment completion date 11/30/2009
- □ Engage audit & compliance committee Status: Formally initiated today → ongoing
- Charter an internal compliance committee Status: In process
- Redefine the role of the ad hoc committee Status: In process
- Develop FY10 work planStatus: In process
- Establish and report compliance metrics Status: To be determined

Assessment Resources

- Authoritative source documents
 - Office of Inspector General (OIG) Compliance Program Guidelines
 - Federal Sentencing Guidelines
- External resources
 - Industry publication and conferences
 - Reports on the approach to key areas from other institutions
 - Dialog with peers
- Discussions with CCHHS staff and affiliates

Proposed FY10 Team for the System Compliance Program

- Chief Compliance Officer
- Privacy Officer
 - Subspecialty: Education
- Inpatient/ Facility Focused
 - Subspecialty: Research
- Outpatient/ Professionally Focused
 - Subspecialty: Grants
- Compliance Coordinator

With the potential to add

Another area of focus not yet identified through discovery and/ or strategic planning

Proposed Purchased Services

- External Compliance Consultants
 - For guidance related to issues & project management
- Compliance Hotline (Voice & Web)
- Tracking Tool
 - Reactive compliance issues
 - Proactive compliance projects
- Code of Conduct Development & Rollout
- Web-based Compliance Education

Stretch Project

- Conflict of Interest Disclosure Survey
 - Development & Rollout

Cook County Health and Hospitals System Minutes of the Audit and Compliance Committee Meeting October 13, 2009, recessed and reconvened October 15, 2009

ATTACHMENT #2

Audit	Audit Timelir	ie														
	2009					2010										
	August	September	October	November	December	January	February	March	April	May	June	July	August	September	October	November
Grants		Planning/Fact Finding		Fieldwork												
HR/Payroll	Planning						Fieldwork									
IT - System Access and Security		Planning	Fieldwork													
Contract Management			Planning	Fieldwork												
Procurement				Planning		Fieldwork										
Third Party Settlement Accounts					Planning		Fieldwork									
Corporate Compliance								Planning		Fieldwork						
Revenue									Planning		Fieldwork					
IT - System Integration											Planning	Fieldwork				
Financial Statement Preparation												Planning		Fieldwork		

General Note:

The <u>Planning</u> Phase consists of all planning activities that take place prior to on-site visit. Activities include, but are not limited to reviewing the applicable sections of the 2009 CCHHS Risk Assessment, relevant committee meeting minutes in the CCHHS website and any background information we have on file; creating a process understanding questionnaire, creating a document requests list; identifying risks we believe exist/applicable to the area; coordinating the timing for the audit and have the interviews lined up; reviewing the documents/information provided by the auditee in response to the information request list, etc.

The <u>Fieldwork</u> Phase consists of conducting process walkthroughs, obtaining detailed understanding of the process/area, documenting our understanding, fine-tuning risks and identifying controls in place to mitigate the risks identified, performing control gap analysis, developing and executing the audit program with specific focus on testing key controls, documenting test results and reporting audit results to executive management and audit committee, etc.

Excerpt from the 2009 CCHHS Risk Assessment

Internal Audit Priorities

In order to address the higher risk activities and other areas of concern identified during the risk assessment process, the following internal audit activities should occur in the near future.
These audits are not in any specific order, but RSM McGladrey recommends that these projects be the first 10 internal audits completed by CCHHS:

- Grants audit with focus on the Hektoen Institute entity.
- Human Resources and Payroll audit for Stroger Hospital.
- Audit of Third Party Settlement Accounts.
- Revenue audit of Stroger Hospital with emphasis on Medicare/Medicaid revenue.
- IT audit of System Access and Security.
- IT audit of System Integration.
- Contracts Management audit for all of CCHHS.
- Procurement audit for all of CCHHS with focus on Inventory.
- Corporate Compliance audit with emphasis Medical Coding.
- Audit of monthly Financial Statement Preparation process.

These internal audits can be performed in any order that the Audit Committee deems proper, or can be changed at any time the Audit Committee receives additional information on risks to CCHHS.

Cook County Health and Hospitals System Minutes of the Audit and Compliance Committee Meeting October 13, 2009, recessed and reconvened October 15, 2009

ATTACHMENT #3

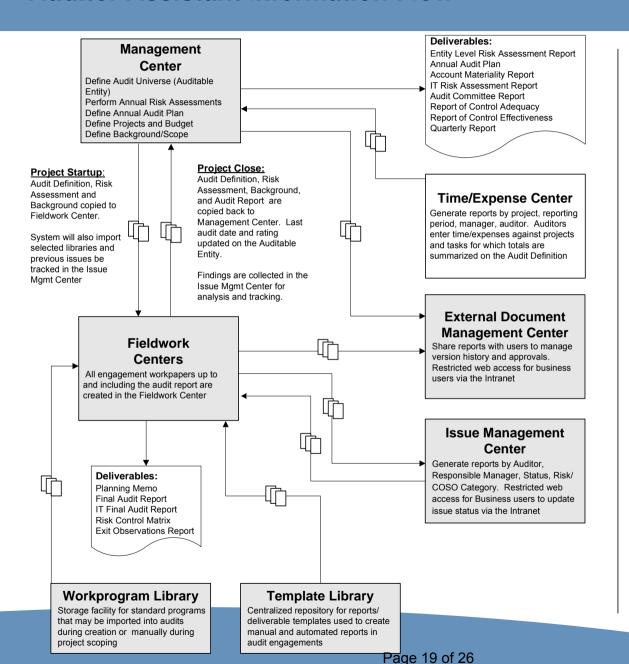


Auditor Assistant ™ Overview

RSM: McGladrey

Auditor Assistant Information Flow

RSM: McGladrey



Profile Manager

Restricted Access: Reconfigure key aspects of Auditor Assistant by completing system profile forms and keyword lists.

Employee Center

Track rotations, promotions, education, demographics in the Employee Center.

Documentation/Help Center

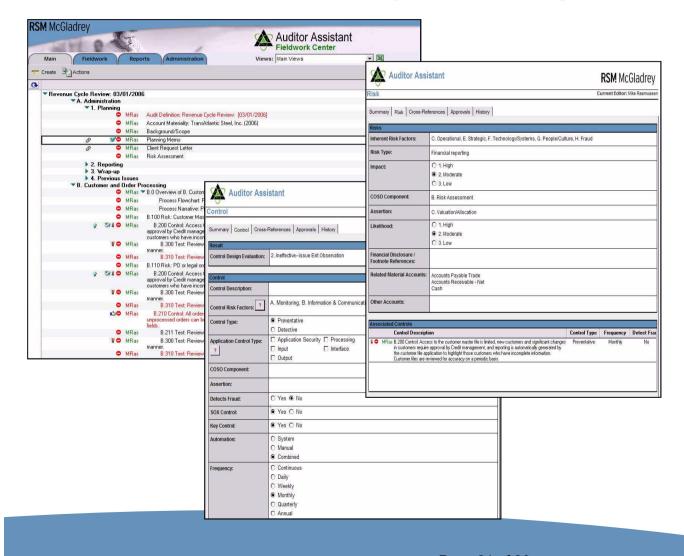
Comprehensive user documentation to train and understand the software from the end-user perspective.

Auditor Assistant ™ - Engagement planning



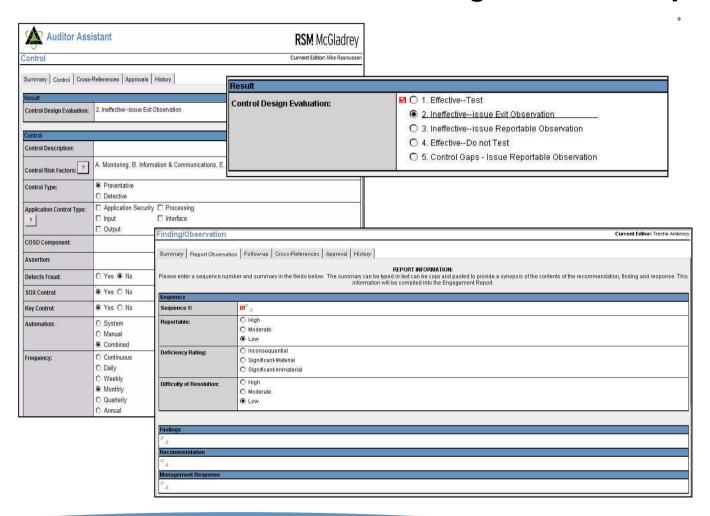
- Understand your business and assess the overall risk in order to generate an annual audit plan.
- Risk assessment based on an analytical review of management reporting and answers to questionnaires.
- The steps in this phase consist of the following:
 - Establish communication protocols with management, including engagement logistics and information requests
 - Analyze risks in the business, financial position and growth expectations, strategies and key objectives, and key controls
 - Assess and rate business risk and control risk, resulting in a "heat map"
 - Understand, the "tone at the top" and the control environment, monitoring and risk assessment activities and the effect of entitywide controls on the execution of transactional activity
 - Determine and document the structure of the organization and who is responsible for the management of major risks in each area, as a foundation for creating the audit universe

Auditor Assistant ™ - Project scoping



- Project scoping is the first phase of the methodology focused on the individual auditable entities.
 - Annual audit plan lists the various auditable entities within the organization whose risk was deemed to be at a level that requires an audit.
- The major activities of project scoping are:
 - Determine the various subprocesses within the auditable entity that contain the greatest risk
 - Develop an initial work plan for addressing each major risk area (listing key risks and controls)
 - Create a schedule and detailed budget for the engagement, and communicate a schedule of items needed
 - Develop the project team to perform the various tasks
- The major deliverables are an initial request letter, a detailed work plan or audit program, and a planning memo with estimated hours for each business process.

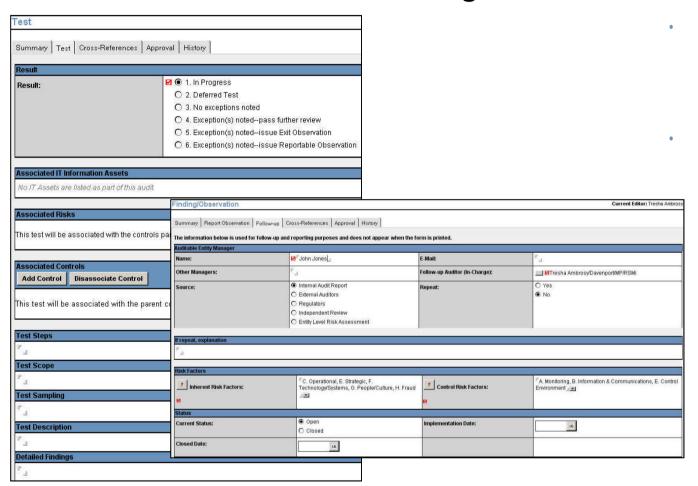
Auditor Assistant [™] - Assessing control adequacy



Determine if the design of the control activities within the various business functions is adequate to mitigate all significant risks to the business.

- Document understanding of individual business processes, functions and departments deemed in scope, based upon the risk assessment
- Develop documentation that highlights prevalent risks, their impact to the overall control structure, and the control activities in place to mitigate the risks
- Identify and categorize controls (key and secondary) to focus on the key controls that will be tested and relied upon in future phases.
- Perform walkthroughs of the various control activities to validate they are performed as described.
- Develop recommendations for remediation of any design gaps.
- Populate the risk and control matrices that describe the inherent risks and key controls and other information related to the controls (these matrices will allow for test programs to be written appropriate controls).

Auditor Assistant ™ - Assessing control effectiveness

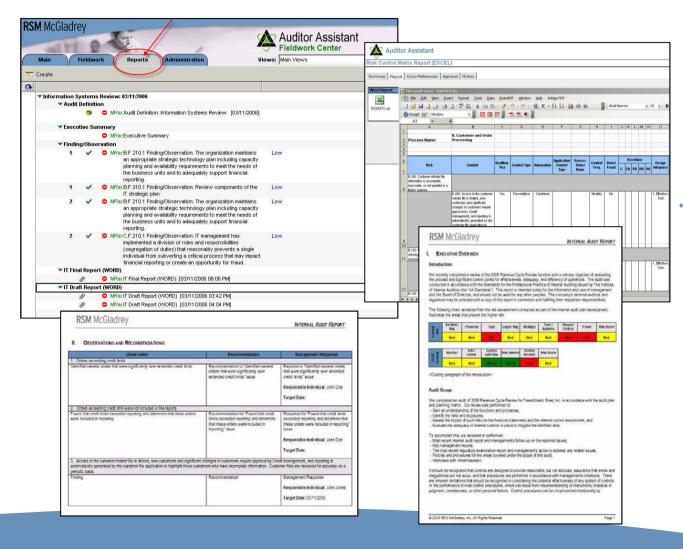


The primary objective is to assess the effectiveness of the control activities in place to mitigate significant business risks. Specific testing must be performed to determine whether which controls worked as intended, and what control gaps exist.

The process steps for this phase of the methodology are:

- Create test plans
- Request transaction documents, data or evidence from client
- Execute test, preserving appropriate documentation as required.
- Analyze exceptions and determine findings and conclusions
- Complete Risk and Control matrix.
- Prior to completing fieldwork, discuss initial findings and potential recommendations with client staff.

Auditor Assistant ™ - Reporting

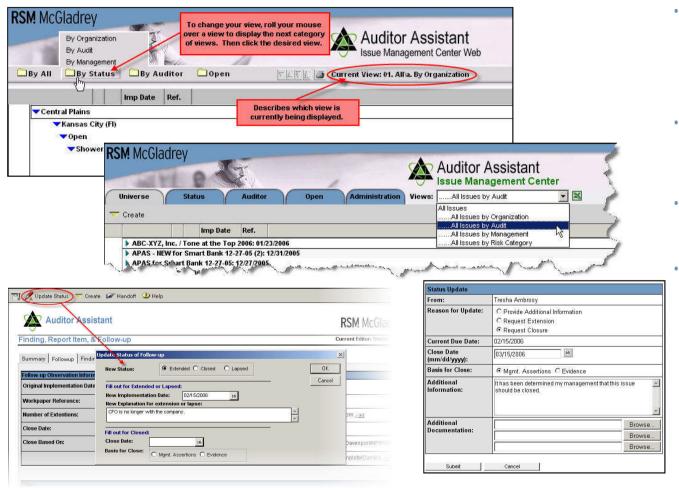


- The Final Report encompasses the executive summary, observations summary, detailed observations and management responses. The purpose of the Internal Audit Report is twofold:
 - Communicate Internal Audit observations and recommendations in a systematic and timely manner.
 - Ensure that all issues are resolved by auditable entity management without significant financial loss or embarrassment.

The Risk Control Matrix is a key document that contains all of the information the team has assembled on risks and controls in each process, as well as any changes in controls the team is recommending including:

- Primary risks the project team identifies.
- Key controls used by the client to manage those risks,
- Significance of the control (e.g., key or secondary)
- Type of control (e.g., automated, combined, or manual)
- Process owner
- Frequency of control (e.g., daily, weekly, monthly, quarterly, annual)
- Assertions addressed by control

Auditor Assistant ™ - Issue Management



- The Issue Management Center is a centralized repository containing all Audit Findings from completed audits and entity level risk assessments. It simplifies management of unresolved audit issues throughout the organization.
- Tracks management issues updates by recording the date, provided by, action and comments. Auditable Entity Managers will provide their comments through the IMC web interface.
- Each Auditable Entity Manager will be able to provide and edit their responses through this tab on the web.
- System send email notifications to Followup Auditors and Business Managers with summary of upcoming and past due issues

Questions?



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